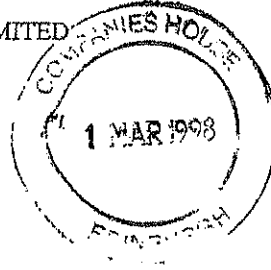


THE COMPANIES ACT 1985  
AND  
THE COMPANIES ACT 1989  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

GLASGOW, 27 June, 2002  
Certified a true copy

T C Young

ARTICLES OF ASSOCIATION  
OF  
EMPLOYERS IN VOLUNTARY HOUSING LIMITED  
INTERPRETATION



1. In these Articles:  
"the Company" means the above named Company.  
  
"the Act" means the Companies Act, 1985, including any statutory modification or re-enactment of any of the provisions thereof.  
  
"the Articles" means the Articles of the Company.  
  
"the Executive Committee" means the members for the time being of the Executive Committee hereby constituted to act as the Committee of Management or governing body of the Company.  
  
"the Secretary" means any person appointed to perform the duties of the Secretary of the Company.  
  
"the Auditor" means the person or firm, if any, appointed from time to time to act as Auditor of the company within the provisions of the Act.  
  
"Independent Examiner" means the person so defined in the Regulations.  
  
"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.  
  
"executed" includes any mode of execution.  
  
"office" means the registered office of the Company.  
  
Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these requirements become binding on the Company.  
  
Unless the context otherwise requires, references to and expressions referring to the masculine gender shall be deemed to include the feminine gender.

Expressions referring to writing shall unless the contrary intention appears be construed as including references to typewriting, printing, lithography and other modes of representing or reproducing words in a visible form.

2. The number of Members with which the Company is registered is unlimited.
3. (a) There shall be two classes of Members, namely:-
  - i) Ordinary Members; which class will be open to statutory bodies, voluntary, community or housing organisations (whether incorporated or unincorporated). Each Ordinary Member shall have one vote at general meetings of the Company.
  - ii) Associate Members; being open to individuals and commercial organisations and any other body (whether incorporated or unincorporated). Associate Members of the Company will not be entitled to vote at general meetings of the Company.
- (b) Any organisation or body applying for membership and for so long as it remains a member it shall nominate in writing a person to act as its representative in applying for membership and in exercising the rights of membership on its behalf, with full power to such organisation at any time to recall its nomination and nominate a new representative. Such nominations may also provide for an alternate nominee to represent the organisation when the primary nominee is not available.
- (c) The qualification of Members shall be their due admission as such in terms of Articles 4. and 5. hereof, and their membership shall continue until terminated under one or other of the provisions of Article 6. hereof.
4. Applications for membership shall be in writing and signed by or on behalf of the applicants and accompanied by payment of the due subscription. The subscription for membership will be such sum as may be determined by the Executive Committee from time to time and may provide for different subscription rates for different classes of membership.
5. Acceptance of any application for membership of the Company shall be entirely at the discretion of the Executive Committee. The Secretary shall, upon the due admission of any applicant by the Executive Committee or in accordance with such delegated procedure as the Executive Committee may from time to time authorise, enter the name of such applicant in the Books of the Company and upon such entry such applicant shall become an ordinary member or associate member as appropriate.
6. Membership of the Company shall automatically terminate:-
  - (a) On the dissolution or death of a Member.
  - (b) On the intimation to the Secretary of a Member's wish to resign membership, either immediately or with effect from any later date stated in the intimation.
  - (c) If the Executive Committee shall resolve to expel a Member.

No right or privilege of any Member shall be in any way transferable but all such rights and privileges shall cease upon the Member ceasing to be such whether by death or otherwise.

#### GENERAL MEETINGS

7. The Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint.
8. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings. It will be at the option of the Executive Committee to convene informal business meetings from time to time which will be open for attendance by the members of the Company. Such meetings will be specifically identified as "business meetings" and shall not comprise formal meetings of the membership of the Company in terms of these Articles.
9. An Extraordinary General Meeting shall be convened by the Executive Committee on requisition by Members under Section 368 of the Act or on requisition by a resigning Auditor under Section 391 of the Act.
10. Subject to articles 7. and 9. the Executive Committee may convene general meetings whenever they think fit.

#### NOTICE OF GENERAL MEETINGS

11. Not less than 28 days written notice (exclusive of the date on which it is posted and the date of the meeting) shall be given to all current Members of all general meetings of the Company.
12. A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms and proposer of any resolution which is to be proposed as a special resolution or extraordinary resolution and shall indicate the general nature of any other business to be transacted at the meeting.
13. Notice of every general meeting shall be given to all the Members of the Company; such notice shall be posted to each Member at his or her address as last notified to the Company. Notice of every such general meeting shall also be given to the members of the Executive Committee and to the Auditor for the time being of the Company.
14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, also all that is transacted at an Annual General Meeting with the exception of those items of business detailed in Article 29 hereof.
16. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, a quorum shall be either (a) not less than two current Members or (b) not less than one tenth of the current Members of the Company, whichever is the greater number personally present.
17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day at such other time and place as the Chairman of the meeting may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
18. The Chairman of the Company, whom failing the Vice-Chairman shall preside as Chairman at every general meeting of the Company. If neither the Chairman nor the Vice-Chairman shall be present and willing to act within 15 minutes after the time appointed for the holding of the meeting, the Members present shall choose some other member of the Executive Committee, or if no such member shall be present and willing to act, they shall choose some other attending Member of the Company to act as Chairman.
19. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
20. At all general meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Members present in person and entitled to vote unless (except as regards a resolution for the appointment of the Chairman or for the adjournment of the meeting, on which a show of hands shall be conclusive) before or upon the declaration of the result of the show of hands a poll shall be demanded by the Chairman or by at least two Members present in person and entitled to vote or by a Member or Members present in person and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting. Unless a poll be so demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive and an entry to that effect in the Minute Book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.
21. If a poll be demanded in manner aforesaid, it shall be taken at such time and place

and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
23. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that upon which a poll has been demanded.
24. The proceedings at any general meeting of the Company shall not be invalidated by the subsequent discovery of any defect in the appointment of any representative or any defect in the qualification of any Member, voting thereat.
25. A member of the Executive Committee shall notwithstanding that he is not a Member of the Company be entitled to attend and speak at any general meeting.
26. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered; any such objection shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
27. Every Ordinary Member of the Company shall have one vote.

#### OFFICE BEARERS

28. (a) The office-bearers for the Company shall be appointed from among the Executive Committee to hold the offices of :-  
Chairman  
Vice-Chairman  
Treasurer  
and such other office-bearers as the Company may from time to time decide in general meeting, by ordinary resolution.
- (b) The appointment of office-bearers shall be made at a meeting of the Executive Committee as soon as reasonably practicable after the incorporation of the Company and thereafter at a meeting of the Executive Committee held as soon as reasonably practicable after each Annual General Meeting.
- (c) An office-bearer whose period of office expires under Article 29 hereof may be reappointed to such office or any other office provided he is willing to act subject always to the condition that he has not held such office for the preceding five years in which case he will not be liable for appointment to such office again for the period of twelve months.
- (d) The appointment of any Member as an office-bearer shall terminate automatically when he ceases to be a Member of the Company or if he resigns from such office by notice to the Company. In the event of the termination of the appointment of an office-bearer in terms of this paragraph, the Executive Committee shall, at a meeting held as soon as reasonably practicable after such termination, appoint another member of the Executive Committee to hold such office until the conclusion of the first Annual General

Meeting which follows such appointment.

- (e) The office-bearers shall not receive any remuneration for their services, but they shall be entitled to reimbursement of any expenditure reasonably incurred by them in carrying out their duties.
  - (f) There shall not be any age limit for office-bearers and accordingly Section 293 of the Act shall not apply.
29. At the conclusion of every Annual General Meeting, all the office-bearers shall retire and shall be eligible for reappointment. The business of the Annual General Meeting shall include the following items:-
- (a) The presentation of a report on the work done by or under the auspices of the Company, for approval.
  - (b) The presentation of the audited accounts of the Company for the preceding financial year for adoption.
  - (c) A report on the election of members to the Executive Committee.
  - (d) If appropriate, the appointment of an Auditor or Auditors, or (e) The appointment of an Independent Examiner.

#### EXECUTIVE COMMITTEE OF The Company

30. The Executive Committee shall consist of not less than two or more than fifteen in number or such other number as may be decided by ordinary resolution at a general meeting of the Company. The members of the Executive Committee shall be elected by ballot from amongst the Ordinary Members of the Company.
31. Until the first Annual General Meeting of the Company, the Executive Committee shall consist of the subscribers of these Articles of Association and such other persons as shall be acceptable to them and shall have agreed in writing to act in this capacity.
32. (a) At the first Annual General Meeting of the Company, the original members of the Executive Committee shall retire from office and at each of the second and the third Annual General Meetings, one-third of the elected members of the Executive Committee (nearest round number) shall retire from office but shall all be eligible for reappointment.
- (b) The members of the Executive Committee to retire under Article 32 (a) shall be those who have been longest in office since they were last appointed or reappointed; the question of who is to retire between members appointed or reappointed on the same date shall be determined by lot.
33. Written notice of nominations for election (other than nominations by the Executive Committee themselves) must have been sent to the Secretary not later than 28 days before the relevant Annual General Meeting. Should the number of nominations exceed the number of vacancies, the Secretary shall within fourteen days notify all Members of the nominations and the election shall be made at the Annual General

Meeting by ballot amongst the Ordinary Members of the Company, in accordance with such arrangements as may be laid down by the Executive Committee from time to time. Such ballot shall be secret if so determined by the Executive Committee or if so requested by at least ten Members of the Company. Those Members unable to attend shall be entitled to a proxy vote. The determination of the Chairman, whom failing, a deputy Chairman, that a member or members has/have been duly elected shall be final and binding.

34. (a) Within the membership limits prescribed by Article 30 hereof, the Executive Committee may co-opt additional members to fill vacancies. Such co-opted members shall hold office until the next Annual General Meeting of the Company, when they shall be subject to election as provided in Article 33 hereof.
- (b) The Executive Committee may also co-opt not more than two additional members, who shall be supernumerary to the numbers prescribed in Article 30 hereof, who shall hold office for such period as the Executive Committee may think appropriate, and whose co-option shall be reviewed annually by the Executive Committee as soon as reasonably practicable after each Annual General Meeting of the Company.
- (c) Co-opted members shall have full voting rights.
35. In addition to the foregoing retirement provisions, the office of an elected member of the Executive Committee shall be vacated:-
- (a) If he or his constituent organisation becomes bankrupt or makes any arrangement or composition with his creditors;
- (b) If he becomes of unsound mind;
- (c) If he or his constituent organisation ceases to be a Member of the Company;
- (d) If by notice in writing to the Company he resigns from membership of the Executive Committee.
- (e) If he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986; or
- (f) If the Executive Committee resolves to remove him from office.

#### POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

36. The Executive Committee shall be responsible for the carrying out of the policy of the Company, and for the administration, management and control of the affairs and property of the Company, and generally may exercise all such powers of the Company and do on its behalf all such acts as may be exercised and done by the Company, and as are not by statute or by these Articles required to be exercised or done by the Company in general meeting; subject nevertheless to the provisions of

the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting. No regulation however, made by the Company in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.

37. The Executive Committee shall appoint and employ such officers and staff as they consider necessary, and shall (subject to the provisions of the Memorandum of Association) regulate their duties and fix their salaries.
38. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Executive Committee shall from time to time determine. The Executive Committee may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit to grant any mortgage, charge or standard security over its undertakings and the property or any part thereof and to give security for the payment of money by or the performance of other obligations of the Company or any other body.
39. The Executive Committee shall cause Minutes to be made in books provided for the purpose:-
  - (a) Of all appointments of officers and staff made by the Executive Committee.
  - (b) Of the names of the members of the Executive Committee present at each meeting thereof; and
  - (c) Of all resolutions and proceedings at all meetings of the Executive Committee.

#### PROCEEDINGS OF THE EXECUTIVE COMMITTEE

40. The Executive Committee shall meet at least four times in each year, and may adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
41. The quorum necessary for the transaction of business of the Executive Committee shall be five. If the number of members of the Executive Committee is less than the number fixed as the quorum, the continuing members of the Executive Committee may only act for the purpose of filling vacancies or calling a general meeting of the Company.
42. The Chairman, or in his absence the Vice-Chairman, shall preside at meetings of the Executive Committee. In the absence of both the Chairman and the Vice-Chairman, the members of the Executive Committee present shall choose one of their number to chair the meeting.
43. The continuing members of the Executive Committee may act notwithstanding any vacancy in their body.



44. The Executive Committee shall have power to set up Fund Raising, Audit and Compliance, Remuneration, and Nominations and Support committees and such other committees, and working groups as it may think appropriate from time to time, and may determine their terms of reference, powers, duration and composition, and such committee or groups shall be given power to co-opt such additional members as the Executive Committee may determine.
45. The Executive Committee (and likewise any subsidiary committee or group) shall have the power to invite to its meetings assessors or other representatives from professional or statutory bodies. Such assessors or representatives may join in the deliberations of the meeting but shall have no voting rights.
46. All acts done by any meeting of the Executive Committee or of any subsidiary committee or group, or by any person acting as a member of any of the foregoing, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that he or she was disqualified, be as valid as if every such person had been appointed and was duly qualified to be a member of the relevant committee or group.

#### SECRETARY

47. The Secretary shall be appointed by the Executive Committee for such term, at such remuneration and upon such conditions as it may think fit and any Secretary so appointed may be removed by the Executive Committee.

#### THE COMMON SEAL

48. The Common Seal of the Company shall not be affixed to any instrument except by the authority of the Executive Committee and every instrument to which the Common Seal shall be affixed shall be signed by an office-bearer of the Company and shall be countersigned by the Secretary or by a second office-bearer or by some other person appointed by the Executive Committee for the purpose. Notwithstanding the foregoing, the Company shall not require to have or to use a Common Seal.

#### ACCOUNTS

49. The Executive Committee shall cause proper books of accounts to be kept with respect to:-
  - (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
  - (b) All sales and purchases of goods by the Company, and
  - (c) The assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions, and to comply with any applicable requirements of the Act.

50. The books of account shall be kept at the registered office of the Company or, subject to Section 222 of the Act, at such other place as the Executive Committee shall think fit, and shall always be open to the inspection of the members of the Executive Committee.
51. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Company shall be open to the inspection of Members not being members of the Executive Committee. No Member, not being a member of the Executive Committee, shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Executive Committee or by the Company in general meeting.
52. The Executive Committee shall from time to time in accordance with Section 235 of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets and reports as are referred to in this section.
53. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the report of the Auditor or Independent Examiner as the case may be shall not less than 28 days before the date of the meeting be sent to all persons entitled under Article 13 to receive notice of such meeting.
54. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and the balance sheet ascertained by the Auditor or the Independent Examiner as the case may be. Unless or until otherwise resolved by the Executive Committee, the accounting year shall run from 1st January to 31st December each year.
55. The Auditor, if any, shall be appointed and his duties regulated in accordance with Sections 384 to 391 of the Act. The Company may take advantage of any exemption from appointing an Auditor available to it under the Act. The Company shall, if it does not appoint an Auditor, appoint instead an Independent Examiner.

#### INDEMNITY

56. (a) Subject to the provisions of the Act and of the Memorandum of Association, a director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.
- (b) The Executive Committee may from time to time purchase and maintain in force insurance, at the expense of the Company, for the benefit of any member of the Executive Committee, manager or other officer of the Company against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as a member of the Executive Committee, manager or officer.

DISSOLUTION

57. Clause 7 of the Memorandum of Association of the Company shall have effect as if the provisions thereof were repeated in these Articles.

Names and Addresses of Subscribers:-

DATED the Twenty third day of March Nineteen hundred and Ninety eight.

Signed: *C. Stevenson*

Witness *M. H. ...*  
Full Name *MARSH ESPRIT BLIND*  
Address *30 CECILIA SQUARE*  
*(LONDON)*  
Occupation *SOLICITOR*

Signed: *J. Ferguson*

Witness .....  
Full Name .....  
Address .....  
Occupation .....

Signed: .....

Witness .....  
Full Name .....  
Address .....  
Occupation .....

